

NOTICE

NOTICE is hereby given that an **Extra-Ordinary General Meeting** of the Members of **RASHI PERIPHERALS PRIVATE LIMITED**, will be held on Tuesday, the 22nd February, 2022 at 11.00 A.M. at the Registered office of the Company at 5th Floor, Ariisto House, Telli Galli, Andheri (East), Mumbai-40069, to transact the following business:-

SPECIAL BUSINESS

Item No.I

SUB-DIVISION OF SHARES

To consider and if thought fit, to pass, with or without modification/(s), the following Resolution as **an Ordinary Resolution**: -

“RESOLVED THAT pursuant to the provisions of Section 61 (1)(d) and all other applicable provisions, if any, of the Companies Act, 2013, the provisions of Memorandum & Articles of association of the Company and subject to such consents and approvals as may be required and subject to such conditions and/or modifications as may be considered necessary by the Board of Directors (herein after referred to as “the Board”)or as may be prescribed or made , while granting such consents and approvals and which may be agreed to by the Board;

(a)The present 9,94,855 fully paid –up Equity Shares of the Company having a present Face Value of Rs.10/-(Rupees Ten) each, be and they hereby sub- divided in to 19,89,710 fully – paid Equity Shares of the Face value of Rs.5/-(Rupees Five) each effective from the record date , to be decided by the Board of directors of the company;

(b) The existing Clause V of the Memorandum of Association of the Company be substituted by the following new Clause V:-

“The Authorised Share Capital of the Company is Rs. 1,00,00,000/- (Rupees One Crore) divided into 20,00,000/- (Twenty Lacs) Equity Shares of Rs. 5/- (Rupees Five) each. The Company has power from time to time to increase, or reduce its capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges or conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provision for the time being in force in that behalf.”

(c) The Company be and is hereby authorized issue and dispatch the new share certificates for the sub-divided shares, without requiring the surrender of the old share certificates, in lieu thereof, to the shareholders who hold shares in physical form and credit the respective beneficiary accounts of those shareholders , who hold existing shares in dematerialized form or opt to receive the sub-divided shares in dematerialized form.”

Item No. II

ALTERATION OF ARTICLES OF ASSOCIATION AND ADOPTION OF NEW REGULATIONS OF ARTICLES OF ASSOCIATION

To consider and if thought fit, to pass, with or without modification/(s), the following Resolution as a **Special Resolution**: -

“RESOLVED THAT pursuant to the provisions of Section 14(1) and all other applicable provisions, if any, of the Companies Act, 2013, Article 4 of the Articles of Association of the Company be and is hereby altered by deleting the following wordings:-

“The Authorised Share Capital of the company is Rs.1,00,00,000/- (Rupees One Crore Only) dividend into 10,00,000 (Ten Lacs) Equity Shares of Rs.10/- (Rupees Ten) each.”
and substituting following wordings in place thereof:-

“The Authorised Share Capital of the Company shall be such amount as mentioned in clause V of the Memorandum of Association of the Company”.

“RESOLVED FURTHER THAT pursuant to the provisions of Section 14(1) and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and any statutory modification(s) or re-enactment thereof, for the time being in force, the approval of the Members be and is hereby accorded for replacement of all regulations of existing Articles of Association of the Company by substituting the same with the new set of regulations and the said new set of regulations be and are hereby adopted as the new regulations of Articles of Association of the Company in substitution for, and to exclusion of, all the existing regulations thereof.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

For & on behalf of the Board


(Krishna Kumar Choudhary)
CHAIRMAN

Date: - 25th December, 2021

Notes:-

- (1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote Instead of himself and such proxy need not be a member of the company.
- (2) The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting.
- (3) An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
- (4) Members and proxy holders are requested to sign their attendance in the attendance register kept at the venue of the meeting and therefore the company has not sent the attendance slip.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013:-

Item No.I

The present paid up Share Capital of the company is very small considering the accumulated reserves of the company and the profits earned by the Company so the Board of Directors proposed in their Meeting held on 15th December, 2021 to sub- divide the Face value of Equity shares of the Company from Rs. 10/- to Rs.5/- before increasing the Authorised Share capital to issue fully paid up Bonus shares by capitalising the reserves & surplus of the Company to expand the paid up share capital of the Company in commensurate to the reserves & the profits it earns.

Consequent upon the sub-division , Clause V of the memorandum of Association of the company needs to be altered in the manner set out at item no. 1 of the Notice.

As per the provisions of Section 61(1) (d) of the Companies Act, 2013, a Company can alter its Memorandum by sub dividing its shares in to shares of smaller amount than is fixed by the memorandum by the consent of Members in General Meeting by passing an Ordinary Resolution.

As required by the provisions of Companies Act, 2013, consent of the Members is being sought to the sub- division of share Capital of the company and consequential amendments are being made to the Memorandum of Association of the Company.

A copy of the existing & altered Memorandum & Articles of Association of the Company is available for inspection of members at the Company's Registered office between 10.00A.M. to 12.00 Noon on any working day , up to the date of Extra- Ordinary General Meeting.

The Directors, Key managerial Personnel and their relatives are concerned or interested in the Resolution set out at Item no. I of the Notice to the limited extent of their respective shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution set out at Item No. I of the Notice of Meeting for approval of Members.

Item No. II

Article No. 4 of the Articles of Association of the Company relating to Share Capital is required to be altered consequent to sub- division of present face value of Equity Share of the Company from Rs. 10/- each to Rs. 5/- each.

Further the existing Articles of Association of the Company was based on the Companies Act, 1956. Therefore, several clauses/ Regulations of the existing Articles of Association of the Company have references of sections of Companies Act, 1956 which are no longer in force. With the enactment of Companies Act, 2013 several regulations of the existing Articles of Association of the Company require alteration or deletions at various places. Hence, it is considered expedient to adopt the new set of regulations in place of existing regulations in the Articles of Association of the Company by substitute the new regulations in place of existing regulations in the Articles of Association of the Company.

As per the provisions of Section 14(1) of the Companies Act, 2013, alteration of the Articles of Association of the Company can be made by passing a Special Resolution in the General Meeting.

The Resolution at item. No. II of the Notice of the Meeting is meant to obtain consent of the members for alteration of Article 4 of the Articles of Association of the Company relating to the Authorised Share Capital & adoption of the new set of regulations in place of existing regulations in the Articles of Association of the Company as set out in the Resolution at item no. II, consequent to the sub-division of Face value of Equity Shares of the Company & for alteration of the Articles of Association of the Company by substituting a new set of regulations in place of existing regulations in the Articles of Association of the Company.

The Directors, Key managerial Personnel and their relatives are concerned or interested in the Resolution set out at Item no. II of the Notice to the limited extent of their respective shareholding, if any, in the Company.

A Copy of the existing and altered Articles of Association of the Company is available for inspection for the Members of the Company at the Register office of the Company on all working days between 11.00 A.M. to 12.00 Noon till the date of Extra Ordinary General Meeting.

The Board recommends the Special Resolution set out at Item No. II of the Notice of Meeting for approval of Members.

RASHI PERIPHERALS PRIVATE LIMITED

PROXY FORM

Extra Ordinary General Meeting – 22nd February, 2022

Name of the member (s) :
Registered Address:
E-mail id:
Folio No :

I/We being the member(s) of Rashi Peripherals Private Limited holdingshares of the above named Company hereby appoint:

Name:.....

Address:.....

E-mail Id:.....

Signature:..... or

failing him/her Name:.....

Address:.....

E-mail Id:.....

Signature:..... or

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Tuesday ,the 22nd day of February , 2022 at 11.00 A.M. at 5th Floor, Ariisto House, Telli Galli, Andheri (East), Mumbai – 40069 and at any adjournment thereof in respect of such resolutions as are indicated below

Resolution No.	Subject Matter	Optional *	
		(Please mention no. of shares)	
		For	Against
1	Ordinary Resolution for Sub- Division of Share of Shares.		
2	Ordinary Resolution for alteration of Articles of Association & adoption of new regulations of Articles of Association.		

Signed this.....day of February , 2022

Affix
Revenue
Stamp of
Rs.1.00

Signature of shareholder.....

Signature of Proxy holder(s).....

Notes: 1.This form in order to be effective should be duly completed and deposited at the Registered Office of the company, not less than 48 hours before the commencement of the meeting.

*2. It is optional to indicate your preference. If you leave the for or against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.